

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) COGENCY GLOBAL INC. 194 Washington Avenue Albany, NY 12210 USA

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**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME <b>Goodman Networks Incorporated</b>	OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS <b>2801 Network Blvd., Suite 300</b>	CITY		STATE	POSTAL CODE	COUNTRY
	<b>Frisco</b>		<b>TX</b>	<b>75034</b>	<b>USA</b>
2. DEBTOR'S NAME - Provide only <u>one</u> Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here <input type="checkbox"/> and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)	2a. ORGANIZATION'S NAME	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY		STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>U.S. Bank National Association, as Collateral Agent</b>	OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS <b>8 Greenway Plaza, Suite 1100</b>	CITY	<b>Houston</b>	STATE	POSTAL CODE	COUNTRY
			<b>TX</b>	<b>77046</b>	<b>USA</b>

4. COLLATERAL: This financing statement covers the following collateral:  
All assets of the Debtor, whether now existing or hereafter arising.

5. Check only if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions)	<input type="checkbox"/>	being administered by a Decedent's Personal Representative			
6a. Check <u>only</u> if applicable and check <u>only</u> one box:	<input type="checkbox"/>	6b. Check <u>only</u> if applicable and check <u>only</u> one box.			
<input type="checkbox"/> Public-Finance Transaction	<input type="checkbox"/> Manufactured-Home Transaction	<input type="checkbox"/> A Debtor is a Transmitting Utility	<input type="checkbox"/> Agricultural Lien	<input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> Lessee/Lessor	<input type="checkbox"/> Consignee/Consignor	<input type="checkbox"/> Seller/Buyer	<input type="checkbox"/> Bailee/Bailor	<input type="checkbox"/> Licensee/Licensor
8. OPTIONAL FILER REFERENCE DATA:					

Filed with: TX - Secretary of State

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**EXHIBIT I**